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**LAW OFFICE OF
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January 23, 2006

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

**RE: Application of TelNet Worldwide, Inc. and Superior Technologies, Inc.
for the Transfer of Control of a Domestic Carrier**

Dear Ms. Dortch:

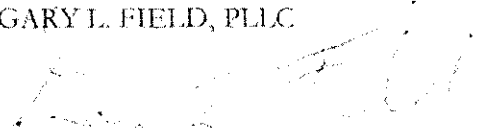
On behalf of TelNet Worldwide, Inc. ("TelNet") and Superior Technologies, Inc. d/b/a Superior Spectrum, Inc. ("STI") (collectively, "Applicants"), please find enclosed an original and five (5) copies of the above-referenced application.

Also enclosed is a Fee Remittance Form 159. As noted, the filing fee has been paid by credit card. After filing this application, please date-stamp the stamp-and-return copy and return it to me in the enclosed self-addressed stamped envelope.

Please direct any questions concerning this matter to Gary A. Gensch at the above address or by telephone at (260) 894-9836.

Very Truly Yours,

LAW OFFICE OF
GARY L. FIELD, PLLC


Gary L. Field
Counsel for TelNet Worldwide, Inc.

GLF/tab
Enclosure

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 2

(1) LOCK BOX # 358145		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Gary L. Field, PLLC		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 119 East Kalamazoo Street			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Lansing		(7) STATE MI	(8) ZIP CODE 48933
(9) DAYTIME TELEPHONE NUMBER (include area code) 517-913-5100		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0014574552		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME TelNet Worldwid, Inc.			
(14) STREET ADDRESS LINE NO. 1 1175 West Long Lake road, Suite 101			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Troy		(17) STATE MI	(18) ZIP CODE 48098
(19) DAYTIME TELEPHONE NUMBER (include area code) 248-485-1000		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0008-2297-83		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No. <u>2</u> of <u> </u>		SPECIAL USE FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME: Superior Technologies, Inc. d/b/a Superior Spectrum, Inc.		
(14) STREET ADDRESS LINE NO. 1: 1010 W. Washington Street		
(15) STREET ADDRESS LINE NO. 2:		
(16) CITY: Marquette	(17) STATE: MI	(18) ZIP CODE: 49855
(19) DAY TIME TELEPHONE NUMBER (include area code): (906) 225-9415		(20) COUNTRY CODE (if not in U.S.A.):
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN): 0002-7453-54		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)	
)	
Superior Technologies, Inc. d/b/a)	
Superior Spectrum, Inc.)	WC Docket No. 05-_____
Transferor)	
)	
and)	
)	
TelNet Worldwide, Inc.)	
Transferee)	
)	
Application for authority to transfer)	
control of a domestic common carrier)	
pursuant to Section 214 of the)	
Communications Act of 1934, as amended.)	

JOINT APPLICATION FOR TRANSFER OF CONTROL

TelNet Worldwide, Inc. ("TelNet") and Superior Technologies, Inc. d/b/a Superior Spectrum ("STI") (collectively, the "Applicants") hereby request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.03 and 63.04 of the Federal Communications Commission's ("Commission") Rules, 47 C.F.R. §§ 63.03 and 63.04, for the transfer of control of STI to TelNet.

I. DESCRIPTION OF APPLICANTS

TelNet is a corporation organized and formed under the laws of the state of Michigan. TelNet is a facilities-based carrier that provides competitive local and long distance services within the state of Michigan. TelNet's common-ownership, telecommunications affiliates are (1) TelNet Worldwide-IL, LLC, which is licensed to provide telecommunications services in Illinois; (2) TelNet Worldwide-Indiana, Inc., which is licensed to provide telecommunications

services in Indiana; (3) TelNet Worldwide-Ohio, Inc., which is licensed to provide telecommunications services in Ohio; and (4) TelNet Worldwide-WI, LLC, which is licensed to provide telecommunications services in Wisconsin.

STI is a corporation organized and formed under the laws of the state of Michigan. STI is a telecommunications carrier that provides competitive, resold local and long distance services within the state of Michigan. STI also provides resold long distance service in the states of Illinois, Minnesota, Montana, Ohio, Wisconsin, Florida, and Washington D.C.

II. REQUEST FOR STREAMLINED TREATMENT

The Applicants respectfully request streamlined treatment of this Application pursuant to Section 63.03 of the Commission's Rules. This Application is eligible for streamlined processing because (1) after the proposed transaction, TelNet's market share in the interstate, interexchange market will be less than 10%, and TelNet will provide competitive services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (2) neither TelNet or its affiliates nor STI are dominant with respect to any service.

III. SECTION 63.04 INFORMATION

(1) Name, Address, and Telephone Number of the Applicants

TRANSFEROR

Superior Technologies, Inc. d/b/a Superior Spectrum, Inc.
1010 W. Washington Street
Marquette, MI 49855
Tel: 906-227-7700

TRANSFeree

TelNet Worldwide, Inc.
1175 West Long Lake Drive
Suite 201
Troy, MI 48098
Tel: 248-485-1000

(2) Government, State, or Territory Under Which Applicants are Organized

STI is a corporation organized under the laws of the State of Michigan.

TelNet is a corporation organized under the laws of the State of Michigan.

(3) Correspondence Information

Correspondence concerning this Application should be sent to:

Gary L. Field
Gary A. Gensch, Jr.
Law Office of Gary L. Field, PLLC
119 E. Kalamazoo Street
Lansing, Michigan 48933

with copies to:

Mark Iannuzzi
President
TelNet Worldwide, Inc.
1175 W. Long Lake Road
Suite 201
Troy, MI 48098

Dave A. Puskala
Superior Technologies, Inc. d/b/a Superior Spectrum, Inc.
1010 W. Washington Street
Marquette, MI 49855

(4) **Name, Address, Citizenship, and Principle Business of at Least 10% Ownership**

CURRENT OWNERSHIP OF STI

Name and Address	Citizenship	Principle Business	Ownership Interest
Anthony W. Stark* RR1, Box 213 Pelkie, MI 49958	United States	Telecommunications	67%
Penvest, Inc.* 600 Lakeshore Drive Houghton, MI 49931	Michigan Corporation	Real Estate and Communication Investment	33%

*Neither of these owners holds a ten percent or greater ownership interest in another telecommunications company.

OWNERSHIP OF STI AFTER TRANSACTION

The ownership of STI will not have changed after the transaction. However, the transaction will result in the transfer of STI's assets to TelNet, including STI's customer base and the Superior Spectrum name. As a result, STI will no longer provide telecommunications services.

CURRENT OWNERSHIP OF TELNET

Name	Citizenship	Principle Business	Ownership Interest
Mark Iannuzzi 1175 W. Long Lake Rd. Troy, MI 48098	United States	Telecommunications	50%
Frank Iannuzzi 1175 W. Long Lake Rd. Troy, MI 48098	United States	Telecommunications	50%

OWNERSHIP OF TELNET AFTER TRANSACTION

Name	Citizenship	Principle Business	Ownership Interest
Mark Iannuzzi 1175 W. Long Lake Rd. Troy, MI 48098	United States	Telecommunications	50%
Frank Iannuzzi 1175 W. Long Lake Rd. Troy, MI 48098	United States	Telecommunications	50%

(5) Anti-Drug Abuse Act Certification

Applicants hereby certify, pursuant to §§ 1.2001 through 1.2003 of the Commission's Rules, that to the best of their knowledge, information, and belief, no party to the application is subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(6) Description of the Transaction

TelNet is proposing to purchase the assets of STI, including STI's customer accounts and the Superior Spectrum name. Upon completion of the transaction, TelNet will become the provider of local and long distance telecommunication services to STI's current subscribers. Immediately following the transaction, customers of STI will continue to receive services under the same rates, terms, and conditions as those services are presently provided. The proposed transaction is not expected to result in any interruption in service to customers. Finalization of the transaction will not occur until receipt of necessary regulatory approvals.

(7) Geographic Areas Where Domestic Telecommunications Services are Provided

TRANSFEROR

STI provides competitive local exchange service in Michigan within the geographic area served by Michigan Bell Telephone Company d/b/a AT&T Michigan ("AT&T Michigan") and

provides resold long distance service in the states of Illinois, Michigan, Minnesota, Montana, Ohio, Florida, Wisconsin, and Washington, D.C.

TRANSFeree

TelNet provides competitive local exchange service throughout Michigan within the geographic areas served by AT&T Michigan, CenturyTel, Verizon North, and Verizon North Systems, and long distance service throughout Michigan.

Although TelNet's common-ownership affiliates TelNet Worldwide-IL, LLC; TelNet Worldwide-Indiana, Inc.; TelNet Worldwide-Ohio, Inc.; and TelNet Worldwide-WI, LLC are licensed to provide telecommunications services in the respective states of Illinois, Indiana, Ohio, and Wisconsin, none of these affiliates have begun providing any telecommunications services at this time.

(8) Streamlined Treatment

As shown above in Section II, this Application fits into one of the presumptive streamlined categories, and thus streamlined treatment is appropriate.

(9) Other Commission Applications

Besides filing the requisite notice certification in CC Docket No. 00-257 pursuant to 47 C.F.R. § 64.1120(c), there are no other Commission applications related to the transaction that is the subject of this Application.

(10) Imminent Business Failure

Applicants are not requesting special consideration because neither party to the transaction is facing imminent business failure.

(11) Separately Filed Waiver Requests

There are no separately filed waiver requests being sought in conjunction with the transaction that is the subject of this Application.

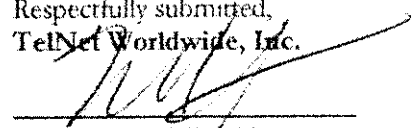
(12) Public Interest

TelNet's acquisition of STI is in the public interest because the transaction will strengthen competition in the markets covered by this transaction. This transaction will permit TelNet to expend its managerial, technical, and financial resources to ensure continued delivery and improvement of the services provided to STI's customers. TelNet is dedicated to offering a comprehensive set of voice, data, Internet, and infrastructure services to service provider, business, and residential markets. TelNet's investment in acquiring STI's assets reflects TelNet's commitment to becoming one of the region's premier telecommunications providers. The transaction will also benefit competition because TelNet intends to serve a significant portion of STI's customers with TelNet's own facilities. Finally, the transaction will further strengthen competition in the affected markets by expanding TelNet's presence as a viable competitor.

IV. CONCLUSION

For the foregoing reasons, the Applicants respectfully request that the Commission approve the proposed transfer of control through the sale of assets and find that the transfer will serve the public interest, convenience, and necessity.

Respectfully submitted,
TelNet Worldwide, Inc.



Mark Iannuzzi, President
1175 W. Long Lake Road, Suite 101
Troy, MI 48098
248-485-1000 (telephone)

Dated: January 23, 2006

Dated: January 23, 2006

Superior Technologies, Inc.
d/b/a Superior Spectrum, Inc.



Anthony W. Stark
President and CEO
1010 W. Washington Street
Marquette, MI 49855
906-227-7700 (telephone)

Gary L. Field
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Its Attorneys